

### REMARKS

Claims 1-31 were rejected under 35 USC §112, second paragraph, as being indefinite. Claims 1, 6, 8 and 22 were rejected under 35 USC §102(b) as being anticipated by Giraldi et al. US 3,074,943. Claims 1, 5-8, 22 and 30-31 were rejected under 35 USC §102(b) as being anticipated by Cutler et al. US 3,097,205. Claims 1, 6 and 23 were rejected under 35 USC §102(b) as being anticipated by Cutler et al. US 3,209,003. Claim 1 was rejected under 35 USC §102(b) as being anticipated by Fischer US 3,855,220. Claims 1, 6, 8-9 and 30-31 were rejected under 35 USC §103(a) as being unpatentable over Newton et al. US 5,062,882. Claims 1, 6 and 30-31 were rejected under 35 USC §103(a) as being unpatentable over Riebel et al. US 6,284,710.

Claims 1-31 were rejected under 35 USC §112, second paragraph, as being indefinite. Claims 1-29 were amended to clarify the invention. Applicants request reconsideration of the 35 USC §112, second paragraph, rejections in view of the amended Claims.

Claims 1, 6, 8 and 22 were rejected under 35 USC §102(b) as being anticipated by Giraldi et al. US 3,074,943. Applicants request reconsideration of the rejection in view of the amended proviso language in Claim 1 which eliminates compounds of Giraldi et al.

Claims 1, 5-8, 22 and 30-31 were rejected under 35 USC §102(b) as being anticipated by Cutler et al. US 3,097,205. Applicants request reconsideration of the rejection in view of the amended proviso language in Claim 1 which eliminate the compounds of Cutler et al.

Claims 1, 6 and 23 were rejected under 35 USC §102(b) as being anticipated by Cutler et al. US 3,209,003. Applicants request reconsideration of the rejection in view of the amended proviso language in Claim 1 and 17 which eliminate compounds where R<sup>1</sup> and R<sup>2</sup> are both unsubstituted phenyl.

Claim 1 was rejected under 35 USC §102(b) as being anticipated by Fischer US 3,855,220. Applicants request reconsideration of the rejection in view of the amended proviso language in Claims 1 which eliminate compounds where R<sup>1</sup> and R<sup>2</sup> are both 1-alkylsubstituted pyridinium.

Claims 1, 6, 8-9 and 30-31 were rejected under 35 USC §103(a) as being unpatentable over Newton et al. US 5,062,882. Newton describes tri-substituted triazines as herbicides (weed killers). There is no teaching as to the desirability of these compounds as pharmaceuticals, much less as kinase inhibitors. The pattern of preferences established by this reference also teaches away from the compounds of the current invention. The biological data described in Table 3 indicates that there was a substantial decrease in activity when R<sup>1</sup> is not methoxy (Examples 8-11). Therefore, assuming a medicinal chemist would look at herbicidal art, they would be taught away from the compounds of the

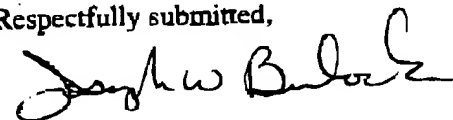
present invention. Applicants contend that Newton et al. do not render obvious the disubstituted triazines of the present invention.

Claims 1, 6 and 30-31 were rejected under 35 USC §103(a) as being unpatentable over Riebel et al. US 6,284,710 (the "710" patent). Riebel et al. describe triazines as herbicides (weed killers). There is no teaching as to the desirability of these compounds as pharmaceuticals, much less as kinase inhibitors. In addition, the pre-emergent and post-emergent "spray and pray" test results provided in Tables A-B teach one skilled in agricultural chemistry away from the present invention. Examples 7, 11 and 52 were the only compounds that didn't kill every plant species (both crop and weed). This indicates that the "Z-substituent" was important for controlling non-specific toxicity, and that haloalkyl and methylthio substituents were most preferred "Z-substituents". Thus Riebel et al. teach away from the disubstituted triazines of the present invention. Applicants contend that the '710 patent does not render obvious the disubstituted triazines of the present invention.

In view of the above, none of the references, taken singly or in any combination, describes or suggests compounds of the present invention. Applicants therefore submit that the compounds of the present invention are not obvious in view of the cited prior art.

It is therefore respectfully submitted that Claims 1-29 are now in condition for allowance. Accordingly, allowance of Claims 1-29 are respectfully solicited.

Respectfully submitted,



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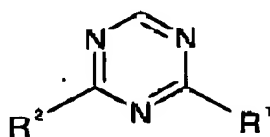
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VERSION WITH MARKINGS TO SHOW CHANGESIn the Claims

Cancel claims 30-31, without prejudice.

Amend Claims 1-29, as follows:

1. (Amended) A compound having the formula:



wherein,

Each  $R^1$  and  $R^2$  is independently  $R^3$ ;  $R^8$ ;  $NHR^3$ ;  $NHR^5$ ;  $NHR^6$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $SR^5$ ;  $SR^6$ ;  $SR^3$ ;  $OR^5$ ;  $OR^6$ ;  $OR^3$ ;  $C(O)R^3$ ; heterocyclyl optionally substituted with 1-4 independent  $R^4$  on each ring; or C1-C10 alkyl substituted with 1-4 independent  $R^4$ ;

Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $n$  is independently 1 or 2;

Each  $m$  is independently 0, 1, 2, 3, or 4;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; haloalkyl;  $[CF_3]$   $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3

independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(\equiv N R^5)NR^5R^5$ , or  $S(O)_nR^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ , or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system [comprising] having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system [comprising] having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $CF_3$ ; haloalkyl;  $SR^{10}$ ;  $OR^{10}$ ;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $NR^{11}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^{10}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ; or  $C(O)NR^{10}R^{10}$ ;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, [ $CF_3$ ];  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted

with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, [CF<sub>3</sub>]; OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

[Each R<sup>15</sup> is independently H; CF<sub>3</sub>; CN; COOR<sup>5</sup>; or C1-C10 alkyl substituted with 1-3 independent OR<sup>5</sup>, SR<sup>5</sup>, or NR<sup>5</sup>R<sup>5</sup>;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; haloalkyl; [CF<sub>3</sub>]; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

[Each R<sup>17</sup> is independently NR<sup>5</sup>R<sup>16</sup>; OR<sup>5</sup>; SR<sup>5</sup>; or halo;

Each R<sup>18</sup> is independently C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; haloalkyl; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>, or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>19</sup> is independently H or C1-C6 alkyl;

Each  $R^{20}$  is independently  $NR^5R^{18}$ ;  $OR^5$ ;  $SR^5$ ; or halo;

Each  $R^{21}$  is independently t-butyl, 4-carboxyphenyl, 4-carbomethoxyphenyl, or furyl substituted with 1-4 independent  $R^4$ ;

Each  $R^{22}$  is independently C2-C9 alkyl substituted with 1-2 independent aryl,  $R^7$ , or  $R^8$ ;

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; haloalkyl;  $[CF_3]$   $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

[Each  $R^{24}$  is independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each X is independently O or S;

Each V, W, Y, and Z is independently N or  $CR^4$ ;

Each haloalkyl is independently a C1-C10 alkyl substituted with one or more halogen atoms, selected from F, Cl, Br, or I, [wherein the number of halogen atoms may not exceed that number that results in a] including perhaloalkyl [group];

Each aryl is independently a 6-carbon monocyclic, 10-carbon bicyclic or 14-carbon tricyclic aromatic ring system optionally substituted with 1-3 independent C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl;  $R^9$ ; halo; haloalkyl;  $[CF_3]$   $OR^{10}$ ;  $SR^{10}$ ;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ; CN;  $C(O)R^{10}$ ;  $C(O)C(O)R^{10}$ ;  $C(O)NR^{10}R^{10}$ ;  $N(R^{10})C(O)NR^{10}R^{10}$ ;  $N(R^{10})C(O)R^{10}$ ;  $N(R^{10})S(O)_nR^{10}$ ;  $N(R^{10})(COOR^{10})$ ;

$\text{NR}^{10}\text{C}(\text{O})\text{C}(\text{O})\text{R}^{10}$ ;  $\text{NR}^{10}\text{C}(\text{O})\text{R}^2$ ;  $\text{NR}^{10}\text{S}(\text{O})_n\text{NR}^{10}\text{R}^{10}$ ;  $\text{NR}^{10}\text{S}(\text{O})_n\text{R}^9$ ;  $\text{NR}^{12}\text{C}(\text{O})\text{C}(\text{O})\text{NR}^{12}\text{R}^{12}$ ;  
 $\text{S}(\text{O})_n\text{R}^{10}$ ;  $\text{S}(\text{O})_n\text{NR}^{10}\text{R}^{10}$ ;  $\text{OC}(\text{O})\text{R}^{10}$ ; C1-C10 alkyl substituted with 1-3 independent  $\text{R}^9$ , halo,  
 $\text{CF}_3$ ,  $\text{OR}^{10}$ ,  $\text{SR}^{10}$ ,  $\text{OC}(\text{O})\text{R}^{10}$ ,  $\text{NR}^{11}\text{R}^{11}$ ,  $\text{NR}^{10}\text{R}^{10}$ ,  $\text{NR}^{10}\text{R}^{11}$ ,  $\text{COOR}^{10}$ ,  $\text{NO}_2$ ,  $\text{CN}$ ,  $\text{C}(\text{O})\text{R}^{10}$ ,  
 $\text{OC}(\text{O})\text{NR}^{10}\text{R}^{10}$ ,  $\text{C}(\text{O})\text{NR}^{10}\text{R}^{10}$ ,  $\text{N}(\text{R}^{10})\text{C}(\text{O})\text{R}^{10}$ ,  $\text{N}(\text{R}^{10}) (\text{COOR}^{10})$ ,  $\text{S}(\text{O})_n\text{NR}^{10}\text{R}^{10}$ ;  $\text{R}^{10}$ ; or C2-  
C10 alkenyl substituted with 1-3 independent  $\text{R}^9$ , halo,  $\text{CF}_3$ ,  $\text{OR}^{10}$ ,  $\text{SR}^{10}$ ,  $\text{OC}(\text{O})\text{R}^{10}$ ,  $\text{NR}^{11}\text{R}^{11}$ ,  
 $\text{NR}^{10}\text{R}^{10}$ ,  $\text{NR}^{10}\text{R}^{11}$ ,  $\text{COOR}^{10}$ ,  $\text{NO}_2$ ,  $\text{CN}$ ,  $\text{C}(\text{O})\text{R}^{10}$ ,  $\text{OC}(\text{O})\text{NR}^{10}\text{R}^{10}$ ,  $\text{C}(\text{O})\text{NR}^{10}\text{R}^{10}$ ,  $\text{N}(\text{R}^{10})\text{C}(\text{O})\text{R}^{10}$ ,  
 $\text{N}(\text{R}^{10}) (\text{COOR}^{10})$ ,  $\text{S}(\text{O})_n\text{NR}^{10}\text{R}^{10}$ ;

Each heterocyclyl is independently a 3-8 membered nonaromatic monocyclic, 8-12 membered nonaromatic bicyclic, or 11-14 membered nonaromatic tricyclic, ring system [comprising] having 1-4 heteroatoms if monocyclic, 1-8 heteroatoms if bicyclic, or 1-10 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S; [and]

Each heteroaryl is independently a 5-8 membered aromatic monocyclic, 8-12 membered aromatic bicyclic, or 11-14 membered aromatic tricyclic ring system [comprising] having 1-4 heteroatoms if monocyclic, 1-8 heteroatoms if bicyclic, or 1-10 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S; [.]

provided  $\text{R}^1$  and  $\text{R}^2$  are not both 1-alkylpyridinium, both 4-pyridyl or both morpholino;

further provided  $\text{R}^1$  is not  $\text{NH}_2$ ;

further provided  $\text{R}^1$  and  $\text{R}^2$  are not both hydroxy, methoxy, ethoxy or phenoxy;

further provided  $\text{R}^1$  is not phenoxy, acetylamino, or methylamino when  $\text{R}^2$  is morpholino;

further provided  $\text{R}^1$  is not methoxy or hydroxy when  $\text{R}^2$  is 4-chlorophenylamino;

further provided  $\text{R}^1$  is not phenoxy, methoxy or ethoxy when  $\text{R}^2$  is 4-

aminophenylsulfonylamino;

further provided  $\text{R}^1$  is not phenoxy when  $\text{R}^2$  is 4-methylthiophenylamino or sulfanilamido;

and

further provided  $\text{R}^1$  is not hydroxy when  $\text{R}^2$  is hexylamino, phenylamino, 3-

methylphenylamino, 2-ethoxyphenylamino, 4-methylthiophenylamino, 2-

ethylsulfinylphenylamino, 3-propylsulfonylphenylamino, 4-acetylphenylamino, 4-

sulfamylphenylamino, 3-nitrophenylamino, 4-cyanophenylamino, 4-carboxyphenylamino, 4-

(acetylamino)phenylamino, 4-biphenylamino, 1-naphthylamino, 4-pyridylamino, 2-

thiazolylamino, 4-quinolylamino, and 2-pyrimidinylamino.

2. (Amended) The compound of claim 1 wherein,

$R^1$  is independently  $R^3$ ; [and]

$R^2$  is independently  $NHR^3$ ; [.]

Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_nR^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nR^{10}$ ; or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;



$\text{NR}^5\text{C}(\text{O})\text{NR}^5\text{R}^5$ ;  $\text{NR}^5\text{C}(\text{O})\text{R}^9$ ;  $\text{NR}^5\text{S}(\text{O})_n\text{NR}^5\text{R}^5$ ;  $\text{NR}^5\text{S}(\text{O})_n\text{R}^9$ ; C1-C10 alkyl substituted with 1-3 independent  $\text{R}^7$ ,  $\text{R}^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $\text{R}^7$ ,  $\text{R}^9$  or aryl;

Each  $\text{R}^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $\text{CF}_3$ ;  $\text{SR}^{10}$ ;  $\text{OR}^{10}$ ;  $\text{NR}^{10}\text{R}^{10}$ ;  $\text{NR}^{10}\text{R}^{11}$ ;  $\text{NR}^{11}\text{R}^{11}$ ;  $\text{COOR}^{10}$ ;  $\text{NO}_2$ ;  $\text{CN}$ ;  $\text{C}(\text{O})\text{R}^{10}$ ;  $\text{S}(\text{O})_n\text{R}^{10}$ ;  $\text{S}(\text{O})_n\text{NR}^{10}\text{R}^{10}$ ; or  $\text{C}(\text{O})\text{NR}^{10}\text{R}^{10}$ .

Each  $\text{R}^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $\text{CF}_3$ ,  $\text{OR}^{12}$ ,  $\text{SR}^{12}$ ,  $\text{NR}^{12}\text{R}^{12}$ ,  $\text{COOR}^{12}$ ,  $\text{NO}_2$ ,  $\text{CN}$ ,  $\text{C}(\text{O})\text{R}^{12}$ ,  $\text{C}(\text{O})\text{NR}^{12}\text{R}^{12}$ ,  $\text{NR}^{12}\text{C}(\text{O})\text{R}^{12}$ ,  $\text{N}(\text{R}^{12})(\text{COOR}^{12})$ ,  $\text{S}(\text{O})_n\text{NR}^{12}\text{R}^{12}$ , or  $\text{OC}(\text{O})\text{R}^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $\text{CF}_3$ ,  $\text{OR}^{12}$ ,  $\text{SR}^{12}$ ,  $\text{NR}^{12}\text{R}^{12}$ ,  $\text{COOR}^{12}$ ,  $\text{NO}_2$ ,  $\text{CN}$ ,  $\text{C}(\text{O})\text{R}^{12}$ ,  $\text{C}(\text{O})\text{NR}^{12}\text{R}^{12}$ ,  $\text{NR}^{12}\text{C}(\text{O})\text{R}^{12}$ ,  $\text{N}(\text{R}^{12})(\text{COOR}^{12})$ ,  $\text{S}(\text{O})_n\text{NR}^{12}\text{R}^{12}$ , or  $\text{OC}(\text{O})\text{R}^{12}$ .

Each  $\text{R}^{11}$  is independently  $\text{C}(\text{O})\text{R}^{10}$ ,  $\text{COOR}^{10}$ ,  $\text{C}(\text{O})\text{NR}^{10}\text{R}^{10}$  or  $\text{S}(\text{O})_n\text{R}^{10}$ .

Each  $\text{R}^{12}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $\text{CF}_3$ ,  $\text{OR}^{13}$ ,  $\text{SR}^{13}$ ,  $\text{NR}^{13}\text{R}^{13}$ ,  $\text{COOR}^{13}$ ,  $\text{NO}_2$ ,  $\text{CN}$ ,  $\text{C}(\text{O})\text{R}^{13}$ ,  $\text{C}(\text{O})\text{NR}^{13}\text{R}^{13}$ ,  $\text{NR}^{13}\text{C}(\text{O})\text{R}^{13}$ , or  $\text{OC}(\text{O})\text{R}^{13}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $\text{CF}_3$ ,  $\text{OR}^{13}$ ,  $\text{SR}^{13}$ ,  $\text{NR}^{13}\text{R}^{13}$ ,  $\text{COOR}^{13}$ ,  $\text{NO}_2$ ,  $\text{CN}$ ,  $\text{C}(\text{O})\text{R}^{13}$ ,  $\text{C}(\text{O})\text{NR}^{13}\text{R}^{13}$ ,  $\text{NR}^{13}\text{C}(\text{O})\text{R}^{13}$ , or  $\text{OC}(\text{O})\text{R}^{13}$ .

Each  $\text{R}^{13}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo,  $\text{CF}_3$ ,  $\text{OR}^{14}$ ,  $\text{SR}^{14}$ ,  $\text{NR}^{14}\text{R}^{14}$ ,  $\text{COOR}^{14}$ ,  $\text{NO}_2$ ,  $\text{CN}$ ; or phenyl optionally substituted with halo,  $\text{CF}_3$ ,  $\text{OR}^{14}$ ,  $\text{SR}^{14}$ ,  $\text{NR}^{14}\text{R}^{14}$ ,  $\text{COOR}^{14}$ ,  $\text{NO}_2$ ,  $\text{CN}$ ;

Each  $\text{R}^{14}$  is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each  $R^{16}$  is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $COOR^5$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$ , or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

3. (Amended) The compound of claim 1 wherein,

$R^1$  is independently heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring; [and]

$R^2$  is independently  $NHR^3$ ; [.]

Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_n$   
 $R^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  
 $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})$   
 $(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ ; or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic,  
 or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms  
 if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or  
 S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be  
 substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10  
 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  
 $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  
 $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3  
 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic,  
 or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms  
 if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or  
 S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be  
 substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10  
 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $CF_3$ ;  $SR^{10}$ ;  $OR^{10}$ ;  
 $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $NR^{11}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^{10}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ; or  
 $C(O)NR^{10}R^{10}$ ;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl;  
 C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-  
 3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10  
 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  
 $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3  
 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10  
 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  
 $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each  $R^{12}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{13}$ ,  $SR^{13}$ ,  $NR^{13}R^{13}$ ,  $COOR^{13}$ ,  $NO_2$ , CN,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{13}$ ,  $SR^{13}$ ,  $NR^{13}R^{13}$ ,  $COOR^{13}$ ,  $NO_2$ , CN,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ .

Each  $R^{13}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo,  $OR^{14}$ ,  $SR^{14}$ ,  $NR^{14}R^{14}$ ,  $COOR^{14}$ ,  $NO_2$ , CN; or phenyl optionally substituted with halo,  $CF_3$ ,  $OR^{14}$ ,  $SR^{14}$ ,  $NR^{14}R^{14}$ ,  $COOR^{14}$ ,  $NO_2$ , CN;

Each  $R^{14}$  is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each  $R^{16}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $COOR^5$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$  or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkynyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; and

Each  $R^{23}$  is independently selected from H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

4. (Amended) The compound of claim 1 wherein,

$R^1$  is independently phenyl optionally substituted with 1-5 independent  $R^4$ ; [and]

$R^2$  is independently  $NHR^3$ ; [.]

Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_nR^5$ .

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ , or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $CF_3$ ; haloalkyl;  $SR^{10}$ ;

OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>13</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>, or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>13</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>, or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>;

NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>;  
 NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>;  
 OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl,  
 R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

5. (Amended) The compound of claim 1 wherein,

Each R<sup>1</sup> and R<sup>2</sup> is independently NHR<sup>3</sup>; [.]

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent  
 R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each R<sup>4</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-  
 C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>;  
 NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>16</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>;  
 S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>;  
 NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>;  
 OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3  
 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-  
 C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3  
 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup>  
 or R<sup>9</sup> groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>.

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub>  
 R<sup>5</sup>;

Each R<sup>7</sup> is independently halo, CF<sub>3</sub>, SR<sup>10</sup>, OR<sup>10</sup>, OC(O)R<sup>10</sup>, NR<sup>10</sup>R<sup>10</sup>, NR<sup>10</sup>R<sup>11</sup>,  
 NR<sup>11</sup>R<sup>11</sup>, COOR<sup>10</sup>, NO<sub>2</sub>, CN, C(O)R<sup>10</sup>, OC(O)NR<sup>10</sup>R<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup>, N(R<sup>10</sup>)C(O)R<sup>10</sup>, N(R<sup>10</sup>)  
 (COOR<sup>10</sup>), S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>S(O)<sub>n</sub>R<sup>10</sup>; or P(O)(OR<sup>5</sup>)<sub>2</sub>;

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic,  
 or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms  
 if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or  
 S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be  
 substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10  
 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>;

OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>.

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>.

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>.

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;



Each  $R^{14}$  is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each  $R^{16}$  is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $COOR^5$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$  or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

6. (Amended) The compound of claim 1 wherein,

$R^1$  is independently  $NHR^5$ ; [and]

$R^2$  is independently  $NHR^3$ ; [.]

Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_n$ ,  $R^5$ .

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ , or  $P(O)(OR^5)_2$ .

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $CF_3$ ; haloalkyl;  $SR^{10}$ ;  $OR^{10}$ ;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $NR^{11}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^{10}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ; or  $C(O)NR^{10}R^{10}$ .

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ .

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ .

Each  $R^{12}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{13}$ ,  $SR^{13}$ ,  $NR^{13}R^{13}$ ,  $COOR^{13}$ ,  $NO_2$ , CN,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{13}$ ,  $SR^{13}$ ,  $NR^{13}R^{13}$ ,  $COOR^{13}$ ,  $NO_2$ , CN,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ .

Each  $R^{13}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo,  $OR^{14}$ ,  $SR^{14}$ ,  $NR^{14}R^{14}$ ,  $COOR^{14}$ ,  $NO_2$ , CN; or phenyl optionally substituted with halo,  $CF_3$ ,  $OR^{14}$ ,  $SR^{14}$ ,  $NR^{14}R^{14}$ ,  $COOR^{14}$ ,  $NO_2$ , CN;

Each  $R^{14}$  is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each  $R^{16}$  is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $COOR^5$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$ , or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

provided  $R^1$  is not  $NH_2$ .

7. (Amended) The compound of claim 1 wherein,

$R^1$  is independently  $NHR^6$ ; [and]

$R^2$  is independently  $NHR^3$ ; [.]

Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ .

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_nR^5$ .

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nR^{10}$ ; or  $P(O)(OR^5)_2$ .

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be

substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>.

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>.

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>.

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup> or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

8. (Amended) The compound of claim 1 wherein,

$R^1$  is independently  $OR^5$ ; [and]

$R^2$  is independently  $NHR^3$ ; [.]

Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_nR^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ , or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $CF_3$ ; haloalkyl;  $SR^{10}$ ;  $OR^{10}$ ;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $NR^{11}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^{10}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ; or  $C(O)NR^{10}R^{10}$ ;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each  $R^{12}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{13}$ ,  $SR^{13}$ ,  $NR^{13}R^{13}$ ,  $COOR^{13}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-

C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; provided R<sup>1</sup> is not methoxy or hydroxy when R<sup>2</sup> is 4-chlorophenylamino; further provided R<sup>1</sup> is not phenoxy, methoxy or ethoxy when R<sup>2</sup> is 4-aminophenylsulfonylamino; and further provided R<sup>1</sup> is not phenoxy when R<sup>2</sup> is 4-methylthiophenylamino or sulfanilamide.

9. (Amended) The compound of claim 1 wherein,

R<sup>1</sup> is independently SR<sup>5</sup>; [and]

R<sup>2</sup> is independently NHR<sup>3</sup>; [-]

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;



Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(C)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_nR^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nR^{10}$ ; or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $CF_3$ ; haloalkyl;  $SR^{10}$ ;

OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>.

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>.

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>.

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

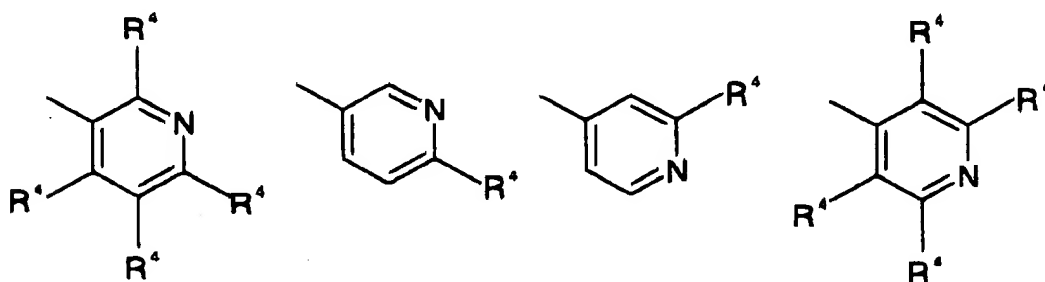
Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>.

$\text{NR}^5\text{C}(\text{O})\text{NR}^5\text{R}^5$ ;  $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{R}^5$ ;  $\text{NR}^5\text{C}(\text{O})\text{R}^5$ ;  $\text{NR}^5(\text{COOR}^5)$ ;  $\text{NR}^5\text{C}(\text{O})\text{R}^8$ ;  $\text{NR}^5\text{S}(\text{O})_n\text{NR}^5\text{R}^5$ ;  
 $\text{NR}^5\text{S}(\text{O})_n\text{R}^5$ ;  $\text{NR}^5\text{S}(\text{O})_n\text{R}^8$ ;  $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{NR}^5\text{R}^5$ ;  $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{NR}^5\text{R}^6$ ;  $\text{OC}(\text{O})\text{NR}^5\text{R}^5$ ;  
 $\text{OS}(\text{O})_n\text{NR}^5\text{R}^5$ ;  $\text{NR}^5\text{S}(\text{O})_n\text{OR}^5$ ;  $\text{P}(\text{O})(\text{OR}^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $\text{R}^7$  or  $\text{R}^8$ ;  
 $\text{R}^7$  or  $\text{R}^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $\text{R}^7$  or  $\text{R}^8$ .

10. (Amended) The compound of claim 1 wherein:

$\text{R}^2$  is independently  $\text{NHR}^3$ ; [and]

$\text{R}^1$  is one of the following groups:



Each  $\text{R}^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $\text{R}^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $\text{R}^4$  on each ring;

Each  $\text{R}^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $\text{R}^8$ ; halo;  $\text{CF}_3$ ;  $\text{SR}^5$ ;  $\text{OR}^5$ ;  $\text{OC}(\text{O})\text{R}^5$ ;  $\text{NR}^5\text{R}^5$ ;  $\text{NR}^5\text{R}^6$ ;  $\text{NR}^5\text{R}^{16}$ ;  $\text{COOR}^5$ ;  $\text{NO}_2$ ;  $\text{CN}$ ;  $\text{C}(\text{O})\text{R}^5$ ;  $\text{C}(\text{O})\text{C}(\text{O})\text{R}^5$ ;  $\text{C}(\text{O})\text{NR}^5\text{R}^5$ ;  $\text{S}(\text{O})_n\text{R}^5$ ;  $\text{S}(\text{O})_n\text{NR}^5\text{R}^5$ ;  $\text{NR}^5\text{C}(\text{O})\text{NR}^5\text{R}^5$ ;  $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{R}^5$ ;  $\text{NR}^5\text{C}(\text{O})\text{R}^5$ ;  $\text{NR}^5(\text{COOR}^5)$ ;  $\text{NR}^5\text{C}(\text{O})\text{R}^8$ ;  $\text{NR}^5\text{S}(\text{O})_n\text{NR}^5\text{R}^5$ ;  $\text{NR}^5\text{S}(\text{O})_n\text{R}^5$ ;  $\text{NR}^5\text{S}(\text{O})_n\text{R}^8$ ;  $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{NR}^5\text{R}^5$ ;  $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{NR}^5\text{R}^6$ ;  $\text{OC}(\text{O})\text{NR}^5\text{R}^5$ ;  $\text{OS}(\text{O})_n\text{NR}^5\text{R}^5$ ;  $\text{NR}^5\text{S}(\text{O})_n\text{OR}^5$ ;  $\text{P}(\text{O})(\text{OR}^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $\text{R}^7$  or  $\text{R}^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $\text{R}^7$  or  $\text{R}^8$ ;

Each  $\text{R}^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $\text{R}^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $\text{R}^7$  or  $\text{R}^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $\text{R}^7$  or  $\text{R}^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $\text{R}^7$  or  $\text{R}^9$ ;

Each  $\text{R}^6$  is independently  $\text{C}(\text{O})\text{R}^5$ ,  $\text{COOR}^5$ ,  $\text{C}(\text{O})\text{NR}^5\text{R}^5$ ,  $\text{C}(\text{=NR}^5)\text{NR}^5\text{R}^5$ , or  $\text{S}(\text{O})_n\text{R}^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ , or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $CF_3$ ; haloalkyl;  $SR^{10}$ ;  $OR^{10}$ ;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $NR^{11}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^{10}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ; or  $C(O)NR^{10}R^{10}$ ;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each  $R^{12}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-

C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>, or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

11. (Amended) The compound of claim 1 wherein,

R<sup>1</sup> is independently heterocyclyl optionally substituted with 1-4 independent R<sup>4</sup> on each ring, wherein said heterocyclyl is not unsubstituted piperidine; [and]

R<sup>2</sup> is independently NHR<sup>3</sup>; [.]

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each R<sup>4</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>16</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub>R<sup>5</sup>;

Each R<sup>7</sup> is independently halo, CF<sub>3</sub>, SR<sup>10</sup>, OR<sup>10</sup>, OC(O)R<sup>10</sup>, NR<sup>10</sup>R<sup>10</sup>, NR<sup>10</sup>R<sup>11</sup>, NR<sup>11</sup>R<sup>11</sup>, COOR<sup>10</sup>, NO<sub>2</sub>, CN, C(O)R<sup>10</sup>, OC(O)NR<sup>10</sup>R<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup>, N(R<sup>10</sup>)C(O)R<sup>10</sup>, N(R<sup>10</sup>)(COOR<sup>10</sup>), S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>S(O)<sub>n</sub>R<sup>10</sup>; or P(O)(OR<sup>5</sup>)<sub>2</sub>;

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>;

OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>;

NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>;  
NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>;  
OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl,  
R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

12. (Amended) The compound of claim 1 wherein,

Each R<sup>1</sup> is independently heteroaryl substituted with 1-4 independent R<sup>4</sup> on each ring, wherein said heteroaryl comprises at least one nitrogen heteroatom and said heteroaryl is attached at said nitrogen heteroatom; [and]

Each R<sup>2</sup> is independently NHR<sup>3</sup>; [.]

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each R<sup>4</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>16</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>.

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub>R<sup>5</sup>.

Each R<sup>7</sup> is independently halo, CF<sub>3</sub>, SR<sup>10</sup>, OR<sup>10</sup>, OC(O)R<sup>10</sup>, NR<sup>10</sup>R<sup>10</sup>, NR<sup>10</sup>R<sup>11</sup>, NR<sup>11</sup>R<sup>11</sup>, COOR<sup>10</sup>, NO<sub>2</sub>, CN, C(O)R<sup>10</sup>, OC(O)NR<sup>10</sup>R<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup>, N(R<sup>10</sup>)C(O)R<sup>10</sup>, N(R<sup>10</sup>)(COOR<sup>10</sup>), S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>S(O)<sub>n</sub>R<sup>10</sup>; or P(O)(OR<sup>5</sup>)<sub>2</sub>.

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms



if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 1-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>.

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>.

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>.

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

13. (Amended) The compound of claim 1 wherein,

Each R<sup>1</sup> is independently heterocyclyl substituted with 1-4 independent R<sup>4</sup> on each ring, wherein said heterocyclyl is not unsubstituted piperidine, and said heterocyclyl comprises at least one nitrogen heteroatom and said heterocyclyl is attached at said nitrogen heteroatom; [and]

Each R<sup>2</sup> is independently NHR<sup>3</sup>; [.]

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each R<sup>4</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>16</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>;

NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>;  
OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3  
independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3  
independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup>  
or R<sup>9</sup> groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub>  
R<sup>5</sup>;

Each R<sup>7</sup> is independently halo, CF<sub>3</sub>, SR<sup>10</sup>, OR<sup>10</sup>, OC(O)R<sup>10</sup>, NR<sup>10</sup>R<sup>10</sup>, NR<sup>10</sup>R<sup>11</sup>,  
NR<sup>11</sup>R<sup>11</sup>, COOR<sup>10</sup>, NO<sub>2</sub>, CN, C(O)R<sup>10</sup>, OC(O)NR<sup>10</sup>R<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup>, N(R<sup>10</sup>)C(O)R<sup>10</sup>, N(R<sup>10</sup>)  
(COOR<sup>10</sup>), S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>, NR<sup>10</sup>S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>S(O)<sub>n</sub>R<sup>10</sup>; or P(O)(OR<sup>5</sup>)<sub>2</sub>;

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic,  
or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms  
if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or  
S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be  
substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10  
alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>;  
OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>;  
NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3  
independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic,  
or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms  
if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or  
S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be  
substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10  
alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>;  
OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or  
C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl;  
C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-

3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

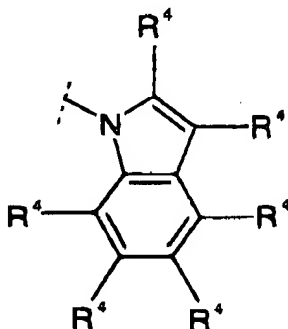
Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

14. (Amended) The compound of claim 1 wherein,

Each  $R^2$  is independently  $NHR^3$ ; [and]

Each  $R^1$  is independently of the formula:



Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^1R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_nR^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ , or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $CF_3$ ; haloalkyl;  $SR^{10}$ ;  $OR^{10}$ ;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $NR^{11}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^{10}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ; or  $C(O)NR^{10}R^{10}$ ;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each  $R^{12}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{13}$ ,  $SR^{13}$ ,  $NR^{13}R^{13}$ ,  $COOR^{13}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-

C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

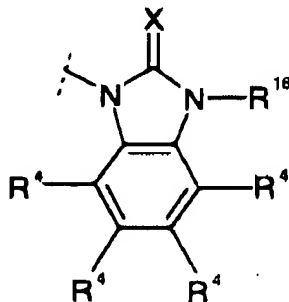
Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

15. (Amended) The compound of claim 1 wherein,

Each R<sup>2</sup> is independently NHR<sup>3</sup>; [and]

Each R<sup>1</sup> is independently of the formula:



Each X is independently O or S;

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each R<sup>4</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>16</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub>R<sup>5</sup>;

Each R<sup>7</sup> is independently halo, CF<sub>3</sub>, SR<sup>10</sup>, OR<sup>10</sup>, OC(O)R<sup>10</sup>, NR<sup>10</sup>R<sup>10</sup>, NR<sup>10</sup>R<sup>11</sup>, NR<sup>11</sup>R<sup>11</sup>, COOR<sup>10</sup>, NO<sub>2</sub>, CN, C(O)R<sup>10</sup>, OC(O)NR<sup>10</sup>R<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup>, N(R<sup>10</sup>)C(O)R<sup>10</sup>, N(R<sup>10</sup>)(COOR<sup>10</sup>), S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>S(O)<sub>n</sub>R<sup>10</sup>; or P(O)(OR<sup>5</sup>)<sub>2</sub>;

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms



if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>.

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>.

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>,

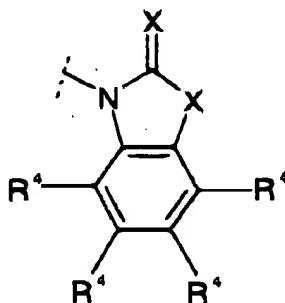
or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

16. (Amended) The compound of claim 1 wherein,

Each  $R^2$  is independently  $NHR^3$ ; [and]

Each  $R^1$  is independently of the formula:



Each X is independently O or S;

Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_nR^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(C(O)R^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ , or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $CF_3$ ; haloalkyl;  $SR^{10}$ ;  $OR^{10}$ ;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $NR^{11}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^{10}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ; or  $C(O)NR^{10}R^{10}$ ;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3

independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>.

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>.

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>, or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

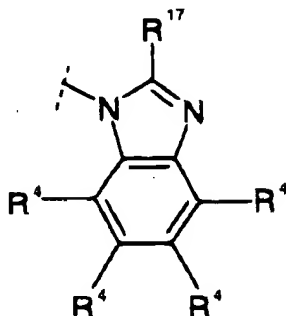
Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>, or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

17. (Amended) The compound of claim 1 wherein,

Each R<sup>2</sup> is independently NHR<sup>3</sup>; [and]

Each  $R^1$  is independently of the formula:



Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_nR^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ ; or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or

S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each  $R^{13}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo,  $OR^{14}$ ,  $SR^{14}$ ,  $NR^{14}R^{14}$ ,  $COOR^{14}$ ,  $NO_2$ , CN; or phenyl optionally substituted with halo,  $CF_3$ ,  $OR^{14}$ ,  $SR^{14}$ ,  $NR^{14}R^{14}$ ,  $COOR^{14}$ ,  $NO_2$ , CN;

Each  $R^{14}$  is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

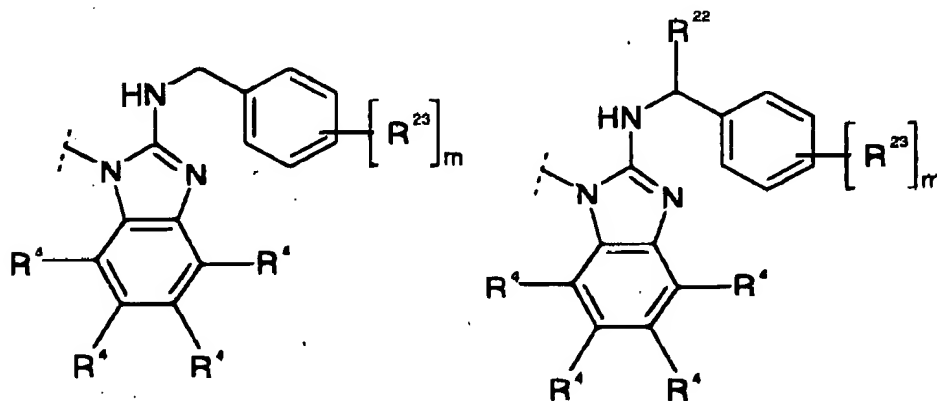
Each  $R^{16}$  is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $COOR^5$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$  or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^{17}$  is independently  $NR^5R^{16}$ ;  $OR^5$ ;  $SR^5$ ; or halo; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

18. (Amended) The compound of claim 1 wherein,

Each  $R^1$  is independently one of the following groups:



wherein m is 0, 1, 2, 3 or 4;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ .

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_nR^5$ .

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ , CN,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nR^{10}$ ; or  $P(O)(OR^5)_2$ .

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10



alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>.

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>.

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>.

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

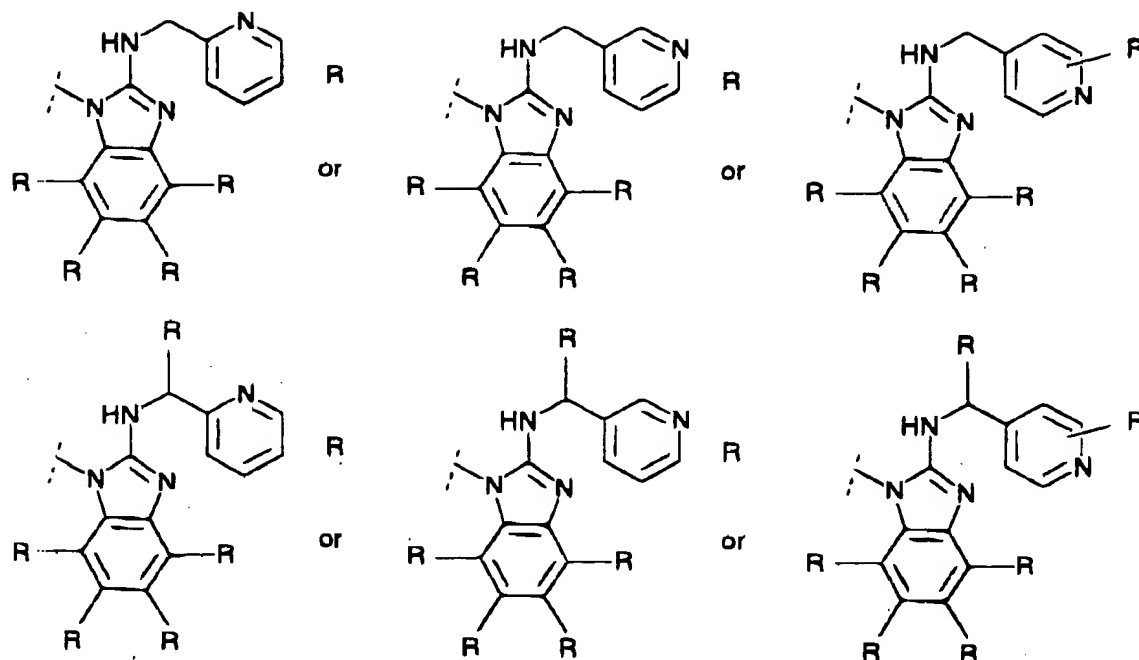
Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

Each R<sup>22</sup> is independently C2-C9 alkyl substituted with 1-2 independent aryl, R<sup>7</sup>, or R<sup>8</sup>; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

19. (Amended) The compound of claim 1 wherein,

Each  $R^1$  is independently



wherein m is 0, 1, 2, 3 or 4;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_nR^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(C(O)R^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ , or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^6$ ;  $NR^5R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $CF_3$ ; haloalkyl;  $SR^{10}$ ;  $OR^{10}$ ;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $NR^{11}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^{10}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ; or  $C(O)NR^{10}R^{10}$ ;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each  $R^{12}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10

alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

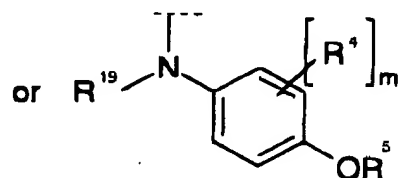
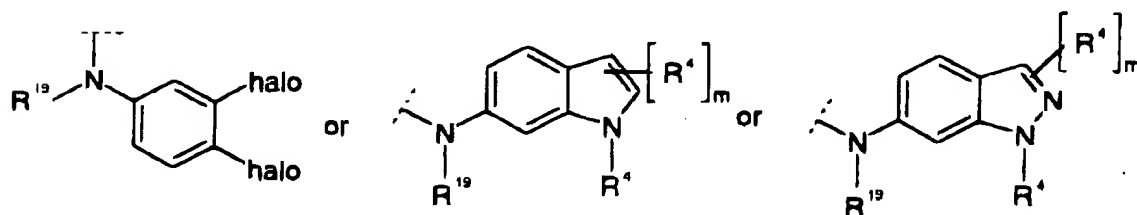
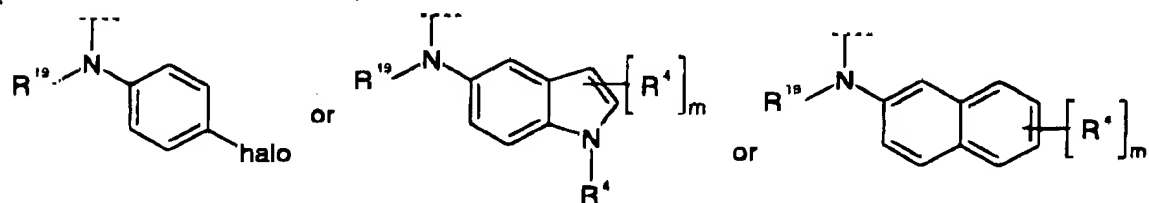
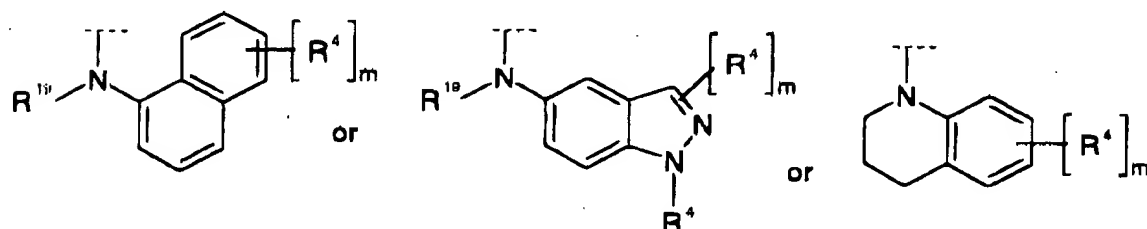
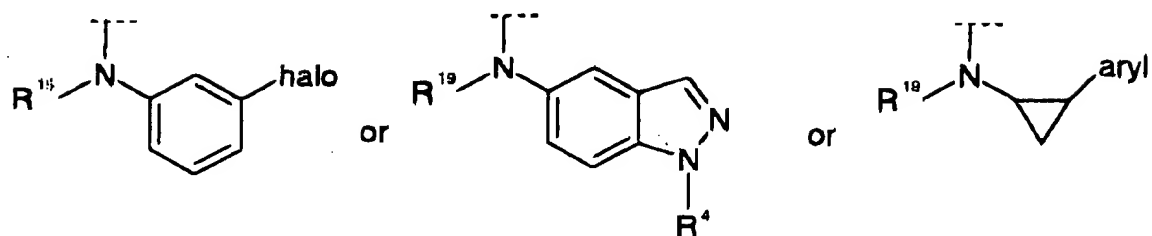
Each R<sup>22</sup> is independently C2-C9 alkyl substituted with 1-2 independent aryl, R<sup>7</sup>, or R<sup>8</sup>.

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each R<sup>24</sup> is independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl.

20. (Amended) The compound of claim 1 wherein,

Each  $R^1$  is independently one of the following:



wherein [the groups are as defined in claim 1.]

Each halo is selected from fluoro, chloro, bromo and iodo;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{10}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_nR^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ , or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be

substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>.

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>.

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>.

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN.

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>; or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

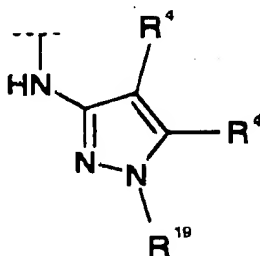
Each R<sup>19</sup> is independently H or C1-C6 alkyl; and



Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

21. (Amended) The compound of claim 1 wherein,

Each  $R^1$  is independently



[wherein] Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

Each  $R^5$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ .

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_nR^5$ .

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ , or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $CF_3$ ; haloalkyl;  $SR^{10}$ ;  $OR^{10}$ ;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $NR^{11}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^{10}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ; or  $C(O)NR^{10}R^{10}$ ;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each  $R^{12}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-

C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>, or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>19</sup> is independently H or C1-C6 alkyl; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

24. (Amended) A method of treating kinase-mediated disease or disease symptoms in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.

25. (Amended) A method of inhibiting kinase activity in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.

26. (Amended) A method of treating disease or disease symptoms in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.

27. (Amended) A method of inhibiting angiogenesis or vasculogenesis activity in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.